

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE UNIVERSAL HEALTH SERVICES,
INC. DERIVATIVE LITIGATION

This Document Relates To:

ALL ACTIONS

Civil Action No. 17-cv-2187

Hon. Joel H. Slomsky

**DEFENDANTS' MOTION TO SEAL THEIR MEMORANDUM
IN SUPPORT OF THEIR MOTION TO DISMISS AND
CERTAIN EXHIBITS PURSUANT TO LOCAL CIVIL RULE 5.1.5**

Defendants Universal Health Services, Inc. (UHS), Alan B. Miller, Lawrence S. Gibbs, John H. Herrell, Robert H. Hotz, Eileen C. McDonnell, Marc D. Miller, Anthony Pantaleoni, Charles F. Boyle, Steve G. Filton, Debra K. Osteen, and Marvin G. Pember, by and through their counsel, respectfully request that this Court enter an order permitting them to file their Memorandum in Support of Motion to Dismiss the Verified Shareholder Derivative Consolidated Amended Complaint (the "Memorandum") and certain of the Exhibits to their Memorandum (the "Confidential Exhibits") under seal pursuant to Local Civil Rule 5.1.5(a)(2). As grounds for this motion, Defendants state as follows:

1. There is good cause to seal the Memorandum and have a redacted, public version filed later. The Memorandum itself contains proprietary and commercially sensitive information that would harm UHS's interests if released, including information about UHS's business plans, compliance procedures and controls, and responses to investigations. *See* Fed. R. Civ. P. 26(c)(1)(G) (permitting courts to protect "trade secret[s] or other confidential research, development, or commercial information"). Disclosure of these materials would provide competitors with information not previously known and not publicly available.

2. So too the Confidential Exhibits. They are business plans and compliance presentations that contain non-public and confidential business, financial, and other proprietary information; much of the confidential information the Memorandum references comes in turn from the Confidential Exhibits.

3. The Court has previously determined in this case, based upon similar considerations, that sealing of similar types of documents is appropriate. *See* Order Granting Plaintiffs' Motion to Seal (Nov. 6, 2018) (ECF No. 49).

4. Defendants have consulted with counsel for the Plaintiffs, who do not oppose this motion to seal.

5. Defendants have delivered the instant motion, a proposed order, and copies of the Memorandum and the Confidential Exhibits (labeled as Exhibits J-L and N-S) in accordance with the Local Rules.

WHEREFORE, Defendants respectfully request, pursuant to Local Rule 5.1.5(a)(2), that the Court allow them to file both the Memorandum and the Confidential Exhibits under seal.

Dated: February 11, 2019

MORGAN, LEWIS & BOCKIUS LLP

/s/ Steven A. Reed (by permission)

Steven A. Reed (Pa. ID 60145)

Jason H. Wilson (Pa. ID 208112)

1701 Market Street

Philadelphia, PA 19103

Telephone: (215) 963-5000

Facsimile: (215) 963-5001

Counsel for Defendants

Respectfully submitted,

ROBBINS, RUSSELL, ENGLERT, ORSECK,
UNTEREINER & SAUBER LLP

/s/ Gary A. Orseck

Gary A. Orseck (admitted *pro hac vice*)

Matthew M. Madden (admitted *pro hac vice*)

2000 K Street, N.W., 4th Floor

Washington, DC 20006

Telephone: (202) 775-4500

Facsimile: (202) 775-4510

Email: gorseck@robbinsrussell.com

*Counsel for Nominal Defendant Universal
Health Services, Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on this 11th day of February, 2019, I caused a true and correct copy of the foregoing Defendants' Motion to Seal Their Memorandum in Support of Their Motion to Dismiss and Certain Exhibits Pursuant to Local Civil Rule 5.1.5 to be filed using the Court's CM/ECF system. The Court's CM/ECF system will effect service of a copy of the foregoing on all counsel of record registered with the Court's CM/ECF system, and the foregoing document will be available for viewing and downloading from the system.

/s/ Gary A. Orseck
Gary A. Orseck

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[PROPOSED] ORDER GRANTING DEFENDANTS' MOTION TO SEAL

AND NOW, this ____ day of _____, 2019, upon consideration of the Defendants' Motion to Seal Their Memorandum in Support of Their Motion to Dismiss and Certain Exhibits Pursuant to Local Civil Rule 5.1.5 (the "Motion"), **IT IS HEREBY ORDERED** that the Motion is **GRANTED**.

IT IS FURTHER ORDERED that a public redacted version of the Defendants' Memorandum in Support of their Motion to Dismiss, and the exhibits thereto, shall be filed within ____ days from the date of this order.

The Clerk of Court is directed to seal the Defendants' Memorandum in Support of their Motion to Dismiss and the Confidential Exhibits (labeled as Exhibits J-L and N-S) only, leaving the docket itself unsealed.

BY THE COURT:

JOEL H. SLOMSKY
Senior United States District Judge